

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

Case number (if known): _____ Chapter 15

☐ Check if this is an amended filing

Official Form 401

Chapter 15 Petition for Recognition of a Foreign Proceeding

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name Tianji Holdings Limited

2. Debtor's unique identifier

For non-individual debtors:

☐ Federal Employer Identification Number (EIN) _____

☒ Other 1339269. Describe identifier: Hong Kong registration number

For individual debtors:

☐ Social Security number: xxx - xx- _____

☐ Individual Taxpayer Identification number (ITIN): 9 xx - xx - _____

☐ Other _____. Describe identifier _____

3. Name of foreign representative(s)

Jimmy Fong

4. Foreign proceeding in which appointment of the foreign representative(s) occurred

Scheme proceedings under sections 670, 673, and 674 of the Hong Kong Companies Ordinance

5. Nature of the foreign proceeding

Check one:

☐ Foreign main proceeding

☐ Foreign nonmain proceeding

☒ Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

☒ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.

☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.

☐ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

☒ Yes

☐ No (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)

Debtor Tianji Holdings Limited
Name

Case number (if known) _____

8. Others entitled to notice

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses

Country where the debtor has the center of its main interests:

Hong Kong

Debtor's registered office:

17th Floor, One Island East Taikoo Place

Number Street

18 Westlands Road

P.O. Box

Quarry Bay

City State/Province/Region ZIP/Postal Code

Hong Kong

Country

Individual debtor's habitual residence:

Number Street

P.O. Box

City State/Province/Region ZIP/Postal Code

Country

Address of foreign representative(s):

15th Floor, YF Life Centre
38 Gloucester Road

Number Street

P.O. Box

Wanchai

City State/Province/Region ZIP/Postal Code

Hong Kong

Country

10. Debtor's website (URL)

https://www.evergrande.com

11. Type of debtor

Check one:

☒ Non-individual (check one):

☐ Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.

☐ Partnership A company with limited liability

☒ Other. Specify: incorporated under the laws of Hong Kong

☐ Individual

Tianji Holding Limited

Debtor

Name

Case number (if known)

12. Why is venue proper in this district?

Check one:

- ☒ Debtor's principal place of business or principal assets in the United States are in this district.
- ☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:
- _____
- ☐ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:
- _____

13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct,

X

Signature of foreign representative

JIMMY FONG

Printed name

Executed on

08/17/2023

MM / DD / YYYY

X

Signature of foreign representative

Printed name

Executed on

MM / DD / YYYY

14. Signature of attorney

X

Signature of Attorney for foreign representative

Date

8/17/2023

MM / DD / YYYY

Anthony Grossi

Printed name

Sidley Austin LLP

Firm name

787 Seventh Avenue

Number Street

New York

City

NY

State

10019

ZIP Code

(212) 839-5599

Contact phone

agrossi@sidley.com

Email address

4832291

Bar number

NY

State

Exhibit A

Convening Order

HCMP 1090 / 2023

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1090 OF 2023



IN THE MATTER of TIANJI HOLDING LIMITED
天基控股有限公司

and

IN THE MATTER of Section 670 of the Companies
Ordinance (Cap. 622)

BEFORE THE HONOURABLE MADAM JUSTICE LINDA CHAN IN CHAMBERS

ORDER

UPON THE APPLICATION of the above named Tianji Holding Limited 天基控股有限公司 (the “**Company**”) by way of *Ex Parte* Originating Summons filed herein on 12 July 2023 (“**Originating Summons**”).

AND UPON READING the Originating Summons, the Affirmation of Hui Ka Yan filed herein on 20 July 2023 together with the exhibits referred to therein, including but not limited to the draft explanatory statement for the Scheme (“**Explanatory Statement**”), the Affirmation of Neil Edward McGregor McDonald filed herein on 21 July 2023 together with the exhibits referred to therein, and the Affirmation of Wu Tin Long filed herein on 24 July 2023 together with the exhibits referred to therein.

AND UPON HEARING leading counsel for the Company and counsel for the ad hoc group of creditors of the Company.

IT IS ORDERED that:-

1. The Company be at liberty to convene a meeting of the Scheme Creditors (“**Scheme**

Meeting”) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and its Scheme Creditors under sections 670, 673 and 674 of the Companies Ordinance (Cap. 622).

2. The Scheme Meeting will be held in Hong Kong at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 22 August 2023 at 8:00 p.m. (Hong Kong time), subject to any adjournment as may be approved by the chairperson of the Scheme Meetings (“**Chairperson**”).
3. Scheme Creditors be able to attend the Scheme Meeting to vote in respect of the Scheme, in person, by a duly authorised representative (if a corporation) or by proxy, including via video conference.
4. In respect of attendance by video conference:
 - a. For Scheme Creditors who are not Blocked Scheme Creditors (as defined in the Scheme), dial-in details will be published on <https://projects.morrowsodali.com/evergrande> (the “**Transaction Website**”) at least 21 days before the day appointed for the Scheme Meeting and the passcode notified to individual Scheme Creditors by Morrow Sodali Limited as the information agent in respect of the Scheme (the “**Information Agent**”) at least 2 business days before the day appointed for the Scheme Meeting.
 - b. For Blocked Scheme Creditors, GLAS Specialist Services Limited (“**GLAS**”) will provide Blocked Scheme Creditors with the details of how to attend and vote at the Scheme Meeting at least 21 days before the day appointed for the Scheme Meeting and will notify Blocked Scheme Creditors of the meeting passcode at least 2 business days before the day appointed for the Scheme Meeting.
5. The Chairperson may require Scheme Creditors attending the Scheme Meeting by video conference to turn on their camera throughout the Scheme Meeting and log on to the video conference using their full name (as registered with the Information Agent) and the creditor identifier number provided to them by the Information Agent prior to the Scheme Meeting.

6. At least 21 days before the day appointed for the Scheme Meeting, a copy of the notice of the Scheme Meeting (the “**Notice of Scheme Meeting**”), together with any forms required for voting purposes (the “**Scheme Creditor Voting Forms**”), shall be circulated to the Scheme Creditors by:
 - (a) publication on the Transaction Website;
 - (b) publication by way of public announcement by China Evergrande Group (stock code 3333) on the HKEXnews website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk>;
 - (c) publication by way of public announcement by China Evergrande Group on the website of the Singapore Exchange Limited at <https://www.sgx.com/>;
 - (d) publication on the website of China Evergrande Group at <http://www.evergrande.com>;
 - (e) by causing the Information Agent to send via electronic mail to each person who the Company believes is or may be a Scheme Creditor, and for whom the Company has a valid e-mail address; and
 - (f) distribution via Euroclear Bank SA/NV and/or Clearstream Banking S.A.
7. GLAS shall circulate copies of the Notice of Scheme Meeting and the Scheme Creditor Voting Forms to any Blocked Scheme Creditors by email not less than 21 days before the Scheme Meeting.
8. When providing the Notice of Scheme Meeting in accordance with paragraphs 6 and 7 above, the Information Agent or GLAS (as applicable) shall provide copies of the following documents (or a link to the Transaction Website to enable the Scheme Creditors to access electronic copies of the following documents):
 - (a) the Scheme;
 - (b) the Explanatory Statement; and
 - (c) the Solicitation Packet (as defined in the Explanatory Statement) being instructions as to the registration of claims and voting procedures for the

purposes of the Scheme Meeting including the Scheme Creditor Voting Forms.

9. The accidental omission to serve any Scheme Creditor with the Notice of Scheme Meeting, or the non-receipt by any Scheme Creditor of the Notice of Scheme Meeting, shall not invalidate the proceedings at the Scheme Meeting.
10. At least 21 days before the day appointed for the Scheme Meeting, the Company shall place an advertisement substantially in the form of the draft hereby approved in (1) *The Standard*, which is an English language newspaper, and (2) a Traditional and Simplified Chinese translation thereof in *Hong Kong Economic Times*, which is a Chinese language newspaper in circulation in Hong Kong, and (3) a Simplified Chinese translation thereof in “*Nanfang Daily*” and “*Securities Times*” both of which are Chinese language newspapers in circulation in the PRC.
11. Certified Chinese translation of the Notice of Scheme Meeting and the proposed advertisement in newspapers be dispensed with.
12. An affirmation is to be filed by a solicitor of Sidley Austin who is fluent in both English and Chinese languages confirming the accuracy of the Chinese translation of the Notice of Scheme Meeting and the proposed advertisement in newspapers.
13. The Chairperson be permitted to declare and announce the results of the Scheme Creditors’ votes in respect of the Scheme, either during the Scheme Meeting or after the conclusion of the Scheme Meeting.
14. The substantive hearing of the petition at which the Court will determine whether or not to sanction the Scheme shall be heard at 10:00 a.m. (Hong Kong time) on 5 and 6 September 2023 (subject to the Court’s further directions) before the Honourable Madam Justice Linda Chan.
15. There be liberty to apply generally.

AND THE COURT HEREBY APPROVES the:-

1. Notice of Scheme Meeting substantially in the form of Annexure 1 hereto; and
2. Notice of Scheme Meeting to be advertised on newspapers in the aforesaid manner substantially in the form of Annexure 2 hereto.

AND THE COURT HEREBY APPOINTS Mr. Patrick Cowley of KPMG Advisory (Hong Kong) Limited (“KPMG”), or, failing Mr. Cowley, another representative of KPMG nominated by him, as the Chairperson of the Scheme Meetings on behalf of the Company.

AND THE COURT ORDERS that the Chairperson do report the results of the Scheme Meeting to the Court.

Dated this 24th day of July 2023.

Registrar

ANNEXURE 1

Notice of the Scheme Meeting

**IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE**

HCMP 1090 OF 2023

**IN THE MATTER OF SECTIONS 670, 673 & 674 OF THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF HONG KONG**

AND

IN THE MATTER TIANJI HOLDING LIMITED (天基控股有限公司)

NOTICE OF SCHEME MEETING

Unless otherwise defined herein, terms used in this Notice have the same meanings as in the explanatory statement (the “**Explanatory Statement**”) relating to the proposed scheme of arrangement between Tianji Holding Limited (the “**Company**”) and the Scheme Creditors (as defined therein) under section 670 of the Companies Ordinance (Cap. 622) (the “**Scheme**”).

Copies of the Scheme, the Explanatory Statement and the Solicitation Packet (including the documentation to be completed by or on behalf of Scheme Creditors in order to vote and/or receive Scheme Consideration) are available to download from the Transaction Website (<https://projects.morrowsodali.com/evergrande>), or from CEG’s website (www.evergrande.com).

NOTICE IS HEREBY GIVEN that by order of the High Court of the Hong Kong Special Administrative Region Court of First Instance (the “**Hong Kong Court**”), dated 24 July 2023 (“**Convening Order**”), meeting of Scheme Creditors (the “**Scheme Meeting**”) be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme proposed by the Company.

Venue, times and video conference availability for the Scheme Meeting

The Scheme Meeting will be held on 22 August 2023 at 8:00 p.m. (Hong Kong time) at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance St, Central, Hong Kong, with any adjournment as may be necessary or appropriate, and subject to applicable COVID-19 restrictions, policies or guidance then in force in Hong Kong, and in which case any changes in arrangements relating to the Scheme Meeting shall be communicated to Scheme Creditors in advance of the Scheme Meeting on the Transaction Website, CEG’s website, and by a public announcement published on the HKEXnews website of The Stock Exchange of Hong Kong Limited (the “**SEHK**”) and the website of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

A video conferencing facility will be made available. Scheme Creditors will be able to obtain the relevant dial-in details for the Scheme Meeting from the Transaction Website, and by written request from the Information Agent (if you are a Scheme Creditor who is not a Blocked Scheme Creditor), or GLAS Specialist Services Limited (“**GLAS**”) (if you are a Blocked Scheme Creditor).

Scheme Creditors who attend the Scheme Meeting in person, or by video conference, will be able to vote (and to change their vote, if they wish).

Methods of voting

In order to vote at the relevant Scheme Meeting, a Scheme Creditor must either vote itself (if an individual), appoint a duly authorised corporate representative (if a corporation), or appoint a proxy (which must be an individual).

Scheme Creditors may appoint a proxy to vote at the relevant Scheme Meeting by completing and returning a validly completed and signed Account Holder Letter and/or Other Debt Scheme Creditor Proxy Form to the Information Agent via the Portal. All Blocked Scheme Creditor Forms must be returned to GLAS by email at lm@glas.agency.

Scheme Creditors are strongly encouraged to appoint a proxy (either the Chairperson or another individual of their own choice who is willing and able to attend the relevant Scheme Meeting) by indicating their choice of proxy in the relevant section of the relevant form.

Scheme Creditors wanting to attend the relevant Scheme Meeting in person are encouraged to appoint a proxy even if they intend to attend and vote in person, in case such Scheme Creditors are unable to do so for any reason.

Completion and deadline for submitting voting forms

The “**Voting Record Time**” for the Scheme, being the deadline for the submission of the relevant forms in order to vote on the Scheme and attend the relevant Scheme Meeting, is **5:00 p.m. (Hong Kong Time) on 18 August 2023**.

In order to vote on the Scheme and attend the relevant Scheme Meeting (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that the following validly completed and executed Scheme Creditor Forms, as applicable, and further pursuant to the terms of the Schemes, must be submitted by the Voting Record Time:

- SJ Notes Scheme Creditors and Lake Noteholders (who are not Blocked Scheme Creditors):
(1) Custody Instructions to be submitted via the Clearing Systems prior to the submission of the Account Holder Letter (and in any case by the Custody Instruction Deadline) and
(2) Account Holder Letter via the Portal to the Information Agent by no later than the Voting Record Time.
- Other Debt Scheme Creditors (who are not Lake Noteholders): Other Debt Scheme Creditor Proxy Form, together with supporting evidence via the Portal to the Information Agent in accordance with the instructions set out therein.
- Blocked Scheme Creditors: Blocked Scheme Creditor Form to GLAS.

Registration prior to Scheme Meeting

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to attend the Scheme Meeting will be required to register its attendance at the relevant Scheme Meeting no later than 15 minutes prior to the scheduled start time of the relevant Scheme Meeting.

On registration at the Scheme Meeting, a Scheme Creditor attending the Scheme Meeting in person should produce a duplicate copy of:

- the applicable Scheme Creditor Form that was executed and delivered by it or on its behalf via <https://portal.morrowsodali.com/TJScheme> (the “**Portal**”) to the Information Agent;
- evidence of personal identity with photo identification (for example, a passport, driving license

or other photo identification); and

- in the case of a corporation, evidence of corporate authority (for example, a valid power of attorney and/or board minutes).

Similarly, where a proxy other than the Chairperson is appointed, the proxy must also produce, on registration at the relevant Scheme Meeting:

- a copy of the Scheme Creditor Form of the Scheme Creditor who appointed him or her as proxy, having been validly completed, signed and submitted to the Information Agent via the Portal, authorising him or her to act as proxy on behalf of the Scheme Creditor; and
- evidence of personal identity with photo identification (for example, a passport, driving license or other photo identification).

If appropriate personal identification or evidence of authority is not produced, that person will only be permitted to attend and vote at the relevant Scheme Meeting at the discretion of the Chairperson.

Chairperson

Pursuant to the Scheme Convening Order, the Hong Kong Court appointed Patrick Cowley of KPMG Advisory (Hong Kong) Limited (“KPMG”) in his capacity as Scheme Administrator to act as the Chairperson of the Scheme Meeting, or failing that, another representative of KPMG nominated by him, and directed the Chairperson to report the results of the Scheme Meeting to the Hong Kong Court. The results of the Scheme Meeting will also be made available on the Transaction Website, CEG’s website, and by a public announcement published on the HKEXnews website of the SEHK and the website of the SGX-ST.

Scheme Sanction Hearing

The Scheme, if approved at the Scheme Meeting, will be subject to the subsequent approval and sanction of the Hong Kong Court. The Scheme Sanction Hearing is presently scheduled to take place at 10:00 a.m. Hong Kong time on 5 and 6 September 2023 (to be fixed by the Hong Kong Court). Any Scheme Creditor is entitled (but not obliged) to attend the Scheme Sanction Hearings, through legal counsel, to support or oppose the approval and sanction of the Scheme.

SCHEME CREDITORS OTHER THAN BLOCKED SCHEME CREDITORS REQUIRING ASSISTANCE SHOULD CONTACT:

Morrow Sodali Limited

Telephone: in Hong Kong +852 2319 4130; in London +44 20 4513 6933
Email: evergrande@investor.morrowsodali.com
Attention: Debt Services Team
Transaction Website: <https://projects.morrowsodali.com/evergrande>
Portal: <https://portal.morrowsodali.com/EvergrandeScheme>

ANY BLOCKED SCHEME CREDITORS REQUIRING ASSISTANCE SHOULD CONTACT:

GLAS Specialist Services Limited

Email: lm@glas.agency
Attention: Liability Management Team

**FOR CEG ANNOUNCEMENTS REGARDING THIS SCHEME (INCLUDING THOSE
RELEVANT TO BLOCKED SCHEME CREDITORS)**

CEG's Website:	www.evergrande.com
HKEXnews website of the SEHK:	https://www.hkexnews.hk/
SGX-ST website:	https://www.sgx.com/

TIANJI HOLDING LIMITED 天基控股有限公司

Date: [*] 2023

ANNEXURE 2

Proposed advertisement in newspapers

**IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE
REGION COURT OF FIRST INSTANCE**

HCMP 1090/ 2023

IN THE MATTER OF TIANJI HOLDING LIMITED (天基控股有限公司)

**AND IN THE MATTER OF SECTION 670 OF THE COMPANIES ORDINANCE (CAP
622)**

Unless otherwise defined herein, terms used in this Notice have the same meanings as in the explanatory statement (the “**Explanatory Statement**”) relating to the proposed scheme of arrangement between Tianji Holding Limited (天基控股有限公司)(the “**Company**”) and the Scheme Creditors (as defined in the Explanatory Statement) under section 670 of the Hong Kong Companies Ordinance (Cap. 622) (the “**Scheme**”).

Copies of the Scheme, the Explanatory Statement and the Solicitation Packet (including the documentation to be completed by or on behalf of Scheme Creditors in order to vote and/or receive Scheme Consideration) are available to download from the Transaction Website (<https://projects.morrowsodali.com/evergrande>) save for voting forms for Blocked Scheme Creditors which are available (along with any other relevant scheme documents) from the Company's website (www.evergrande.com).

NOTICE IS HEREBY GIVEN that by order of the High Court of the Hong Kong Special Administrative Region Court of First Instance (the “**Hong Kong Court**”) dated 24 July 2023, a meeting of Scheme Creditors (the “**Scheme Meeting**”) for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme, will be convened.

The Scheme Meeting will be held at the offices of Sidley Austin, at 39/F, Two International Finance Centre, Central, Hong Kong, on 22 August 2023 with any adjournment as may be necessary or appropriate, at 8:00 pm Hong Kong time.

All Scheme Creditors are requested to attend and vote at the Scheme Meeting. Attendance and voting at the Scheme Meeting can be in person or by proxy in accordance with the voting instructions set out in the Explanatory Statement. A video-conference facility will be made available for any Scheme Creditors who wish to attend and vote remotely.

Scheme Creditors who wish to vote at the Scheme Meeting should carefully read the Explanatory Statement and follow the instructions contained therein. Scheme Creditors should take particular note that the Voting Record Time, being the deadline for voting, is **5:00 pm Hong Kong time/ 4:00 am Cayman Islands time on 18 August 2023**.

NOTICE IS FURTHER GIVEN that, if the Scheme is approved at the Scheme Meeting, the Scheme will be subject to a subsequent hearing in the Hong Kong Court, at which the Company will seek the Hong Kong Court's sanction of the Scheme (the “**Sanction Hearing**”). The Sanction Hearing before the Hong Kong Court will take place on 5 and 6 September 2023 (to be fixed by the Hong Kong Court). Any Scheme Creditor is entitled (but not obliged) to attend the Sanction Hearing, through legal counsel, to support or oppose the approval and sanction of the Scheme.

**SCHEME CREDITORS OTHER THAN BLOCKED SCHEME CREDITORS REQUIRING
ASSISTANCE SHOULD CONTACT:**

Morrow Sodali Limited

Telephone: in Hong Kong +852 2319 4130; in London +44 20 4513 6933
Email: evergrande@investor.morrowsodali.com
Attention: Debt Services Team
Transaction Website: <https://projects.morrowsodali.com/evergrande>
Portal: <https://portal.morrowsodali.com/EvergrandeScheme>

ANY BLOCKED SCHEME CREDITORS REQUIRING ASSISTANCE SHOULD CONTACT:

GLAS Specialist Services Limited

Email: lm@glas.agency
Attention: Liability Management Team

Dated the day of July 2023

Tianji Holding Limited (天基控股有限公司)

HCMP 1090 / 2023

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1090 OF 2023

IN THE MATTER OF TIANJI HOLDING
LIMITED 天基控股有限公司

and

IN THE MATTER OF SECTION 670 OF
THE COMPANIES ORDINANCE (CAP.
622)

ORDER

Filed this 27th day of July 2023

SIDLEY AUSTIN
Solicitors for Tianji Holding Limited
Level 39, Two International Finance Centre
8 Finance Street, Central
Hong Kong
Tel: 2509 7888
Fax: 2509 3110
Ref: DA/ST/DW/033817-30390

Exhibit B

**Statements of Foreign
Representative Required by Section 1515(c) of the
Bankruptcy Code and Rule 1007(a)(4) of the Fed. R. of Bankr. P.**

SIDLEY AUSTIN LLP

Anthony Grossi
Ameneh Bordi
Juliana Hoffman* (*pro hac vice* pending)
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New York, New York 10019
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abordi@sidley.com
jhoffman@sidley.com

Counsel to the Foreign Representative
**Admitted only in Texas*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

China Evergrande Group, *et al.*¹

Debtors in Foreign Proceedings.

Chapter 15

Case No. 23-_____()

**STATEMENTS OF TIANJI
FOREIGN REPRESENTATIVE REQUIRED
BY SECTION 1515(c) OF THE BANKRUPTCY CODE AND
RULE 1007(a)(4) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

By and through his undersigned counsel, Mr. Jimmy Fong, in his capacity as the authorized foreign representative (the “Tianji Foreign Representative”)² for Tianji Holding Limited

¹ The Debtors in these Chapter 15 Cases are (i) China Evergrande Group, incorporated in the Cayman Islands as an exempted company with limited liability with the registration number 170388, with its principal place of business located at 15th Floor, YF Life Centre, 38 Gloucester Road, Wanchai, Hong Kong; (ii) Tianji Holding Limited, incorporated in Hong Kong as a limited liability company with the registration number 1339269, with its principal place of business located at 17th Floor, One Island East, Taikoo Place, 18 Westlands Road, Quarry Bay, Hong Kong; and (iii) Scenery Journey Limited, incorporated in the British Virgin Islands (“BVI”) as a limited liability company with the company number 1970476, with its principal place of business located at 2nd Floor Water’s Edge Building, Wickham’s Cay II, Road Town, Tortola, BVI.

² Capitalized terms used but not otherwise defined are given their meaning in *Motion for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representatives, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code*, filed contemporaneously herewith (the “Recognition Motion”).

(“Tianji”), which is subject to a restructuring proceeding entitled *In the Matter of Tianji Holding Limited* (the “Tianji Hong Kong Proceeding”), concerning a scheme of arrangement between Tianji and certain Scheme Creditors, pursuant to sections 670, 673, and 674 of the Companies Ordinance and currently pending before the Hong Kong Court (Case Number HCMP 1090/2023), respectfully submits these lists pursuant to rules 1007(a)(4) and 7007.1 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and makes the following statements required by section 1515(c) of title 11 of the United States Code (the “Bankruptcy Code”):

A. Corporate Ownership Statement Required by Bankruptcy Rules 1007(a)(4)(A) and 7007.1

After conducting a good-faith inquiry, the Tianji Foreign Representative is aware of the following corporations, other than governmental units, that directly or indirectly own ten percent (10%) or more of any class of Tianji’s equity interests and the Tianji Foreign Representative has not received any notification otherwise that would lead him to believe that the same is not true as of the date of this schedule except as specifically described herein:

- Hengda Real Estate Group Company Limited (100%)³

B. Statement Required by Bankruptcy Code Section 1515(c)

The Tianji Foreign Representative submits that there is no foreign proceeding (as that term is defined in section 101(23) of the Bankruptcy Code) with respect to Tianji known to him other than the Tianji Hong Kong Proceeding.

C. Administrators in Foreign Proceeding Concerning the Debtor

³ Hengda Real Estate Group Company Limited is an indirect majority-owned subsidiary of China Evergrande Group.

The Tianji Foreign Representative is the only authorized “foreign representative” within the meaning of section 101(24) of the Bankruptcy Code in the Tianji Hong Kong Proceeding. The Tianji Foreign Representative’s address is as follows:

15th Floor, YF Life Centre
38 Gloucester Road
Wanchai, Hong Kong

D. All Parties to Litigation Pending in the United States in which the Debtor is a Party at the Time of Filing of the Petition

None.

E. Entities Against Whom Provisional Relief is Sought

None.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is, to the best of my knowledge, information and belief, complete, true, and correct.

Dated: August 17, 2023

/s/ Jimmy Fong

Mr. Jimmy Fong
Foreign Representative of
Tianji Holding Limited